



QUARTERLY STATEMENT
AS OF MARCH 31, 2013
OF THE CONDITION AND AFFAIRS OF THE
COVENTRY HEALTH CARE OF KANSAS, INC.

NAIC Group Code	1137	01137	NAIC Company Code	95489	Employer's ID Number	48-0840330
	(Current Period)	(Prior Period)				
Organized under the Laws of	Kansas			State of Domicile or Port of Entry	Kansas	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO, Federally Qualified? Yes [X] No []	
Incorporated/Organized	01/02/1976		Commenced Business		10/01/1981	
Statutory Home Office	8535 East 21st Street North			Wichita, KS, US 67206		
	(Street and Number)			(City or Town, State, Country and Zip Code)		
Main Administrative Office	9401 Indian Creek Parkway Ste 1300		Overland Park, KS, US 66210		913-202-5400	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	9401 Indian Creek Parkway Ste 1300		Overland Park, KS, US 66210			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	9401 Indian Creek Parkway Ste 1300		Overland Park, KS, US 66210		913-202-5400	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.chckansas.com					
Statutory Statement Contact	Scott D. Merry			913-202-5089		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	sdmerry@cvty.com			855-415-1214		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
Charles R. Stark #	President and CEO	Richard G. Kleiner	VP, Treasurer and CFO
Shirley Ann Roquemore Smith	Secretary	Jonathan D. Weinberg	Assistant Secretary

OTHER OFFICERS

Kimberly Covert #	Executive Vice President	Randy Oursler	Actuary
John J. Ruhlmann	Corporate Controller	Melinda Lee Tuozzo	Assistant Treasurer
James Utley	Senior Medical Director		

DIRECTORS OR TRUSTEES

Andrew Lynn Asher	Michael G. Murphy	Charles R. Stark	
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State of Kansas
County of Johnson

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Charles R. Stark President and CEO	Richard G. Kleiner VP, Treasurer and CFO	Shirley Ann Roquemore Smith Secretary
a. Is this an original filing? Yes [X] No []		
b. If no:		
1. State the amendment number		
2. Date filed		
3. Number of pages attached		

Subscribed and sworn to before me this
day of ,

STATEMENT AS OF MARCH 31, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	84,217,016		84,217,016	105,713,312
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$94,455,681), cash equivalents (\$15,800,014) and short-term investments (\$927,013)	111,182,706		111,182,706	80,605,073
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities	301,000		301,000	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	195,700,722	0	195,700,722	186,318,384
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	745,216		745,216	1,057,025
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	6,131,218		6,131,218	16,419,722
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	28,166,691		28,166,691	24,412,914
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	185,154		185,154	839,862
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	668,130		668,130	150,017
18.1 Current federal and foreign income tax recoverable and interest thereon			0	2,401,654
18.2 Net deferred tax asset	18,036,975	11,033,762	7,003,212	7,003,213
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	27,688	27,688	0	0
21. Furniture and equipment, including health care delivery assets (\$)	83,191	83,191	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	1,749,315		1,749,315	3,302,200
24. Health care (\$) and other amounts receivable	1,162,367	1,064,802	97,565	5,728,800
25. Aggregate write-ins for other than invested assets	2,660,654	2,660,654	0	462,174
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	255,317,321	14,870,097	240,447,224	248,095,965
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	255,317,321	14,870,097	240,447,224	248,095,965
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepays	2,660,654	2,660,654	0	0
2502. State Tax Receivable			0	462,174
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	2,660,654	2,660,654	0	462,174

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$1,460,493 reinsurance ceded).....	60,775,138	5,554,482	66,329,620	88,562,997
2. Accrued medical incentive pool and bonus amounts	2,316,322		2,316,322	1,359,183
3. Unpaid claims adjustment expenses	937,443		937,443	1,236,397
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	14,996,942		14,996,942	7,548,743
9. General expenses due or accrued	8,281,900		8,281,900	14,578,709
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	1,553,204		1,553,204	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	10,449,152		10,449,152	9,263,659
13. Remittances and items not allocated	521,842		521,842	905,482
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	3,609,296		3,609,296	6,270,235
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	971,716		971,716	464,997
23. Aggregate write-ins for other liabilities (including \$ current)	4,312,097	0	4,312,097	4,172,637
24. Total liabilities (Lines 1 to 23).....	108,725,052	5,554,482	114,279,534	134,363,039
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	5,000	5,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	172,771,800	172,771,800
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(46,609,110)	(59,043,874)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	126,167,690	113,732,926
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	240,447,224	248,095,965
DETAILS OF WRITE-INS				
2301. Office of Personnel Management Liability.....	3,552,864		3,552,864	3,409,485
2302. Escheat Liability.....	759,233		759,233	763,151
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	4,312,097	0	4,312,097	4,172,637
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	371,180	843,256	3,339,122
2. Net premium income (including \$ non-health premium income).....	XXX	191,419,815	273,914,321	1,040,175,341
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	61,042	14,484	21,707
7. Aggregate write-ins for other non-health revenues	XXX	0	0	14,808
8. Total revenues (Lines 2 to 7)	XXX	191,480,857	273,928,805	1,040,211,856
Hospital and Medical:				
9. Hospital/medical benefits		78,136,906	152,073,009	555,868,184
10. Other professional services		1,507,107	2,609,174	19,013,502
11. Outside referrals	7,926,156	7,926,156	6,064,801	58,683,802
12. Emergency room and out-of-area		3,455,470	8,279,513	9,331,943
13. Prescription drugs		24,627,106	36,369,805	145,976,734
14. Aggregate write-ins for other hospital and medical.....	0	1,140,129	471,935	4,565,157
15. Incentive pool, withhold adjustments and bonus amounts.....		1,052,289	305,219	1,628,642
16. Subtotal (Lines 9 to 15)	7,926,156	117,845,163	206,173,457	795,067,965
Less:				
17. Net reinsurance recoveries		(37,346,815)	(31,429,785)	(126,478,133)
18. Total hospital and medical (Lines 16 minus 17)	7,926,156	155,191,977	237,603,241	921,546,097
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 1,948,575 cost containment expenses.....		7,726,528	6,840,242	34,846,129
21. General administrative expenses.....		11,156,201	10,149,553	72,483,677
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	7,926,156	174,074,706	254,593,037	1,028,875,904
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	17,406,151	19,335,768	11,335,953
25. Net investment income earned		746,841	919,403	3,434,460
26. Net realized capital gains (losses) less capital gains tax of \$ 323,949		601,619	75,416	(44,397,297)
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,348,460	994,819	(40,962,837)
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 20,247) (amount charged off \$ 48,511)]		(28,264)	(15,985)	(125,525)
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	18,726,348	20,314,601	(29,752,409)
31. Federal and foreign income taxes incurred	XXX	5,359,337	5,790,870	(20,344)
32. Net income (loss) (Lines 30 minus 31)	XXX	13,367,011	14,523,731	(29,732,065)
DETAILS OF WRITE-INS				
0601. Non Medical Income.....	XXX	61,042	14,484	21,707
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	61,042	14,484	21,707
0701.	XXX		0	14,808
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	14,808
1401. Other Medical Expense.....		1,140,129	471,935	4,565,157
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	1,140,129	471,935	4,565,157
2901.			0	0
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	113,732,926	114,507,645	114,507,645
34. Net income or (loss) from Line 32	13,367,011	14,523,731	(29,732,065)
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		(2,308,541)	12,729,666
39. Change in nonadmitted assets	(932,247)	(46,023,824)	(8,249,254)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		204,984	204,984
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		24,271,950	24,271,950
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	12,434,764	(9,331,700)	(774,719)
49. Capital and surplus end of reporting period (Line 33 plus 48)	126,167,690	105,175,946	113,732,926
DETAILS OF WRITE-INS			
4701.		0	0
4702.		0	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	205,402,742	290,881,402	1,014,514,135
2. Net investment income	1,222,811	1,284,648	4,229,438
3. Miscellaneous income	61,042	14,484	36,515
4. Total (Lines 1 to 3)	206,686,594	292,180,534	1,018,780,089
5. Benefit and loss related payments	175,813,508	189,238,724	878,559,726
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	25,518,150	16,362,874	104,558,832
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	1,728,427	(273,942)	(283,539)
10. Total (Lines 5 through 9)	203,060,085	205,327,656	982,835,019
11. Net cash from operations (Line 4 minus Line 10)	3,626,508	86,852,879	35,945,070
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	26,296,645	7,674,663	42,235,770
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	1
12.7 Miscellaneous proceeds	0	1,079,003	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	26,296,645	8,753,666	42,235,771
13. Cost of investments acquired (long-term only):			
13.1 Bonds	4,038,938	4,713,935	41,914,016
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	301,001	2,213	45,639,299
13.7 Total investments acquired (Lines 13.1 to 13.6)	4,339,939	4,716,148	87,553,315
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	21,956,706	4,037,518	(45,317,544)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	24,271,950	24,271,950
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	4,994,423	(90,587,953)	(9,422,342)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	4,994,423	(66,316,003)	14,849,608
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	30,577,638	24,574,394	5,477,134
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	80,605,068	75,127,935	75,127,935
19.2 End of period (Line 18 plus Line 19.1)	111,182,706	99,702,329	80,605,068

STATEMENT AS OF MARCH 31, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	270,520	.0	97,561	.0	.0	.0	7,915	13,829	151,215	.0
2. First Quarter	123,232	.0	101,457	.0	.0	.0	7,337	14,438	.0	.0
3. Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	371,180		305,781				22,021	43,378		
Total Member Ambulatory Encounters for Period:										
7. Physician	107,810		72,980				7,018	27,812		
8. Non-Physician	63,956		48,237				2,849	12,870		
9. Total	171,766	0	121,217	0	0	0	9,867	40,682	0	0
10. Hospital Patient Days Incurred	18,077		4,759				716	12,602		
11. Number of Inpatient Admissions	3,277		1,481				160	1,636		
12. Health Premiums Written (a).....	148,026,183		100,625,264				9,558,548	40,135,035	(2,292,664)	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	148,026,183		100,625,264				9,558,548	40,135,035	(2,292,664)	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	139,121,402		76,003,416				10,678,922	32,634,005	19,805,059	
18. Amount Incurred for Provision of Health Care Services	117,845,163		78,010,386				10,515,676	34,112,953	(4,793,852)	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 40,135,035

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	25,300,123	49,321,300	6,685,058	35,703,259	31,985,181	41,183,636
2. Medicare Supplement .....					.0	.0
3. Dental only .....					.0	.0
4. Vision only .....					.0	.0
5. Federal Employees Health Benefits Plan	3,662,571	6,798,446	302,810	2,348,257	3,965,381	2,814,313
6. Title XVIII - Medicare	9,539,534	61,174,163	764,402	14,568,133	10,303,936	14,008,437
7. Title XIX - Medicaid	20,576,927		5,957,701		26,534,628	30,556,612
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	59,079,155	117,293,909	13,709,971	52,619,649	72,789,126	88,562,998
10. Health care receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts		95,150	1,526,894	789,428	1,526,894	1,359,183
13. Totals (Lines 9-10+11+12)	59,079,155	117,389,059	15,236,865	53,409,077	74,316,020	89,922,181

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of Coventry Health Care of Kansas, Inc. (“the Company”) have been prepared in accordance with the accounting practices prescribed or permitted by the Kansas Department of Insurance (DOI). Such practices differ in certain respects from generally accepted accounting principles in determining financial position and results of operations. Certain assets designated as non-admitted (e.g. receivables greater than 90 days old, prepaid assets, intangible assets, certain amounts of property and equipment, notes receivable and deferred taxes) are excluded from the balance sheet by a direct charge to surplus. Bonds generally are stated at amortized cost, except for bonds that are rated by the NAIC as class 3-6 which are reported at the lower of amortized cost or fair market value.

The Kansas Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Kansas for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Kansas insurance laws. The National Association of Insurance Commissioners’ (NAIC) Accounting Practices and Procedures Manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Kansas. The State of Kansas has not adopted any prescribed accounting practices that differ from those found in NAIC SAP

Below is a reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the Kansas Department of Insurance as of March 31, 2013:

	<u>State of</u> <u>Domicile</u>	<u>2013</u>	<u>2012</u>
NET INCOME			
(1) Company state basis (Page 4, Line 32, Columns 2 & 4)	KS.....	\$.....13,367,011	\$.....(29,732,065)
(4) NAIC SAP (1-2-3=4)	KS.....	\$.....13,367,011	\$.....(29,732,065)
SURPLUS			
(5) Company state basis (Page 3, Line 33, Columns 3 & 4)	KS.....	\$.....126,167,690	\$.....113,732,926
(8) NAIC SAP (5-6-7=8)	KS.....	\$.....126,167,690	\$.....113,732,926

2. Accounting Changes and Corrections of Errors

NO CHANGE

3. Business Combinations and Goodwill

A. Statutory Purchased Method
NONE

B. Statutory Merger Method
NONE

C. Assumption Reinsurance
NONE

D. Impairment Losses
NONE

4. Discontinued Operations

NO CHANGE

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans
NONE

B. Debt Restructuring
NONE

NOTES TO FINANCIAL STATEMENTS

C. Reverse Mortgages

NONE

D. Loan-Backed Securities

1. The carrying value for structured securities has been determined in accordance with the guidelines of the NAIC. Fair value is determined using a pricing hierarchy starting with a widely accepted pricing vendor, followed by external broker/dealers, Bloomberg analytic modeling and a benchmark to index model.

The Company uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing mortgage-backed and asset-backed securities with inputs from major third party data providers. The model combines the effects of interest rates, volatility, and pre-payment speeds based on various scenarios and simulations (Monte Carlo) with credit loss analysis and resulting effective analytics (spreads, duration, convexity) and cash flows on a monthly basis. Credit sensitive cash flows are calculated using a proprietary model which estimates future loan defaults in terms of timing and severity. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.

2. Not applicable as there was no OTTI recognized in 2013 because the Company did not expect to hold the security to recovery (i.e.: there were no write-downs to projected cash flows)
3. Not applicable as there was no OTTI recognized in 2013 because the Company did not expect to hold the security to recovery (i.e.: there were no write-downs to projected cash flows)

4.

a. The aggregate amount of unrealized losses:

1. Less than 12 Months	\$.....23,502
2. 12 Months or Longer	\$.....

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 Months	\$.....3,777,590
2. 12 Months or Longer	\$.....

The structured securities have been in a continuous unrealized loss position for less than 12 months. There are no structured securities that have been in a continuous unrealized loss position for 12 months or longer.

5. There are a number of factors that are considered in determining if there is an other-than-temporary impairment on an investment, including but not limited to, debt burden, credit ratings, sector, liquidity, financial flexibility, company management, expected earnings and cash flow stream, and economic prospects associated with the investment.

All investments in an unrealized loss position are evaluated for other-than-temporary impairment based on the severity level and length of time the investment has been in an unrealized loss position. As the magnitude of the loss increases so does the degree of analysis required in determining if an other-than-temporary loss exists.

E. Repurchase Agreements and/or Securities Lending Transactions

NONE

6. Joint Ventures, Partnerships and Limited Liability Companies

NO CHANGE

7. Investment Income

NO CHANGE

NOTES TO FINANCIAL STATEMENTS

8. Derivative Instruments

NO CHANGE

9. Income Taxes

NO CHANGE

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A-C. NO CHANGE

D. Amounts due from related parties and due to related parties as of March 31, 2013 are as follows:

Due from Related Parties:

Coventry Health Care, Inc.	1,726,486
Coventry Prescription Mgmt. Services, Inc.	13,378
Coventry Management Services, Inc.	9,451

Due to Related Parties:

Coventry Health and Life Insurance Company	3,609,296
--	-----------

The terms of settlement require that these amounts are settled within 30 days.

E. On August 19, 2012, the Company's parent, Coventry Health Care, Inc. ("Coventry"), Aetna Inc. ("Aetna") and Jaguar Merger Subsidiary, Inc. ("Merger Sub") entered into an Agreement and Plan of Merger (as amended, and as may be further amended), pursuant to which, subject to the satisfaction or waiver of certain conditions, Merger Sub will be merged with and into Coventry, with Coventry surviving the merger as a wholly-owned subsidiary of Aetna (the "Merger").

The consummation of the Merger is subject to customary closing conditions, including, among others, the adoption of the Merger Agreement by Coventry's stockholders, the absence of certain legal impediments to the consummation of the Merger, the receipt of specified governmental consents and approvals, the early termination or expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, and, subject to certain exceptions, the accuracy of representations and warranties made by the Coventry and Aetna, respectively, and compliance by the Coventry and Aetna with their respective obligations under the Merger Agreement. The Merger closed on May 7, 2013.

11. Debt

NO CHANGE

12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Post-retirement Benefit Plans

A. The Company does not sponsor a Defined Benefit Plan.

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

NO CHANGE

14. Contingencies

NO CHANGE

15. Leases

NO CHANGE

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

NO CHANGE

NOTES TO FINANCIAL STATEMENTS

17. Sale, Transfers and Servicing of Financial Assets and Extinguishment of Liabilities

- B. NO CHANGE
- C. Wash Sales - NONE

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2013:

	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$.....(1,116,085)	\$.....	\$.....(1,116,085)
b. Total net other income or expenses (including interest paid to or received from plans)	\$.....(86,878)	\$.....	\$.....(86,878)
c. Net gain or (loss) from operations	\$.....(1,202,963)	\$.....	\$.....(1,202,963)
d. Total claim payment volume	\$.....48,929,265	\$.....	\$.....48,929,265

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

NO CHANGE

20. Fair Value Measurements

- A. NONE
- B. NO CHANGE
- C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
BONDS	\$ 89,214,815	\$ 85,144,030	\$	\$ 89,214,815	\$	\$
SHORT TERM	\$ 15,800,014	\$ 15,800,014	\$ 15,800,014	\$	\$	\$

21. Other Items

- A. - F

NO CHANGE

G. Subprime-Mortgage-Related Risk Exposure

	Actual Cost	Book/Adjusted Carrying Value (excluding interest)	Fair Value	Other Than Temporary Impairment Losses Recognized
a. Residential mortgage-backed securities				
b. Commercial mortgage-backed securities				
c. Collateralized debt obligations				
d. Structured securities			17,132	18,992
e. Equity investment in SCAs *				
f. Other assets				
g. Total			17,132	18,992

22. Events Subsequent

NONE

23. Reinsurance

NO CHANGE

NOTES TO FINANCIAL STATEMENTS

24. Respectively Rated Contracts and Contracts Subject to Redetermination

NO CHANGE

25. Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2012 were \$89.9 million. As of March 31, 2013, \$74.3 million has been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserves remaining for prior year are now \$15.2 million as a result of re-estimation of unpaid losses and loss adjustment expenses principally on commercial and Medicare lines of business. Therefore, there has been a \$15.6 million favorable prior year development since December 31, 2012. This decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. There are no retrospectively rated contracts subject to redetermination. However, the business to which it relates is subject to premium adjustments.

26. Intercompany Pooling Arrangements

NO CHANGE

27. Structured Settlements

NO CHANGE

28. Health Care Receivables

NO CHANGE

29. Participating Policies

NO CHANGE

30. Premium Deficiency Reserves

NO CHANGE

31. Anticipated Salvage and Subrogation

NO CHANGE

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☒ No ☐
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☒ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
.....
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes ☐ No ☒ NA ☐
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

12/21/2011
- 6.4

By what department or departments?
Kansas Insurance Department.....
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$1,726,486

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$
13.

Amount of real estate and mortgages held in short-term investments:\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.3 Total payable for securities lending reported on the liability page
- \$

\$

\$

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?
- Yes [X] No []

- 17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1	2
Name of Custodian(s)	Custodian Address
Citibank, NA.....	111 Wall Street, New York, NY 10043.....

- 17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
- Yes [] No [X]

- 17.4 If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

- 17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
107423.....	Conning.....	One Financial Plaza, Hartford, CT 03103.....
105900.....	New England Asset Management.....	76 Batterson Park Rd, Farmington, CT 06032.....
110441.....	Western Asset Management.....	399 Park Ave, 4th floor, New York, NY 10021.....

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?
- 18.2 If no, list exceptions:
-
- Yes [X] No []

GENERAL INTERROGATORIES
PART 2 - HEALTH

1.	Operating Percentages:	
1.1	A&H loss percent.....	82.1 %
1.2	A&H cost containment percent	1.0 %
1.3	A&H expense percent excluding cost containment expenses.....	5.8 %
2.1	Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$
2.3	Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$

STATEMENT AS OF MARCH 31, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

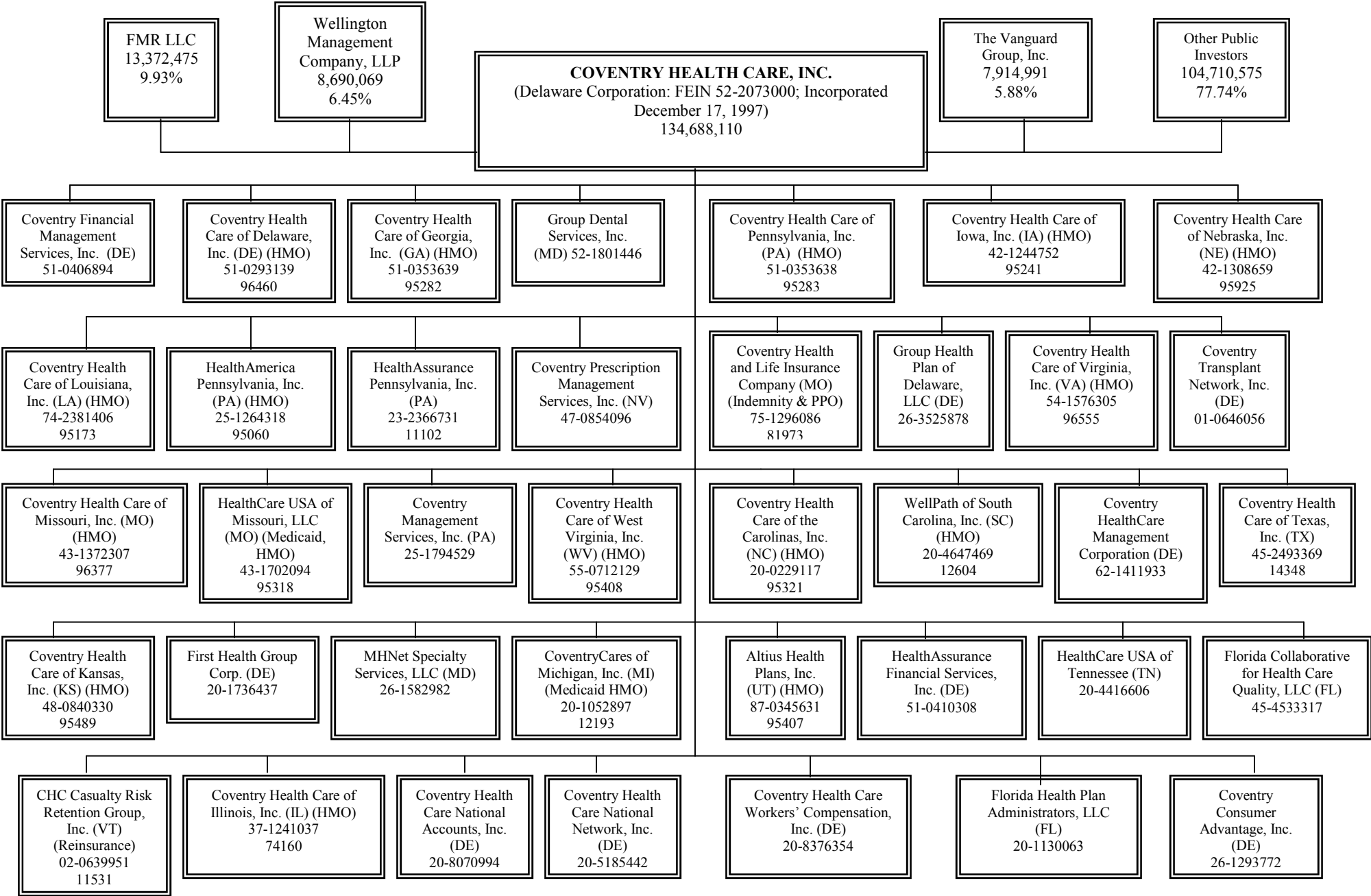
1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

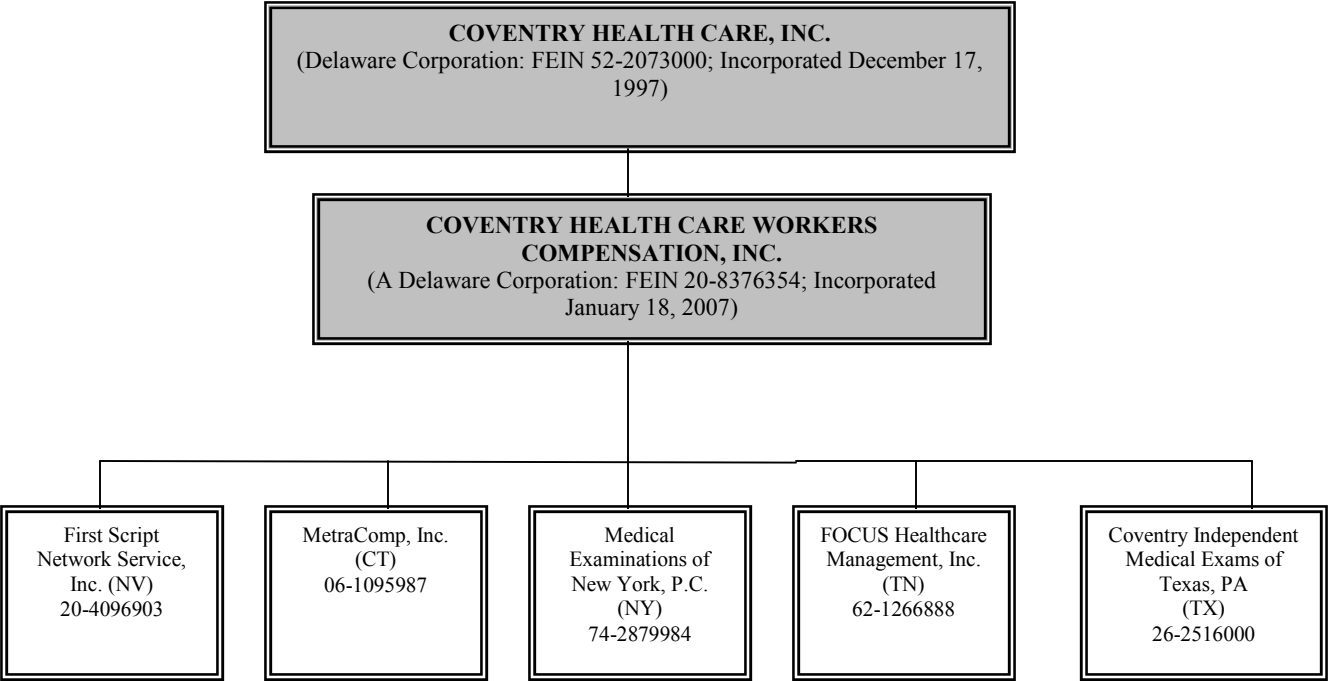
Current Year to Date - Allocated by States and Territories										
States, Etc.	1 Active Status	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	N						0		
4. Arkansas	AR	N						0		
5. California	CA	N						0		
6. Colorado	CO	N						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	N						0		
12. Hawaii	HI	N						0		
13. Idaho	ID	N						0		
14. Illinois	IL	N						0		
15. Indiana	IN	N						0		
16. Iowa	IA	N						0		
17. Kansas	KS	L	99,486,813	14,745,783	(2,292,664)	9,558,548		121,498,480		
18. Kentucky	KY	N						0		
19. Louisiana	LA	N						0		
20. Maine	ME	N						0		
21. Maryland	MD	N						0		
22. Massachusetts	MA	N						0		
23. Michigan	MI	N						0		
24. Minnesota	MN	N						0		
25. Mississippi	MS	N						0		
26. Missouri	MO	L	1,138,451	25,389,252				26,527,703		
27. Montana	MT	N						0		
28. Nebraska	NE	N						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	N						0		
35. North Dakota	ND	N						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	N						0		
38. Oregon	OR	N						0		
39. Pennsylvania	PA	N						0		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	N						0		
42. South Dakota	SD	N						0		
43. Tennessee	TN	N						0		
44. Texas	TX	N						0		
45. Utah	UT	N						0		
46. Vermont	VT	N						0		
47. Virginia	VA	N						0		
48. Washington	WA	N						0		
49. West Virginia	WV	N						0		
50. Wisconsin	WI	N						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CAN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	100,625,264	40,135,035	(2,292,664)	9,558,548	0	0	148,026,183		0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 2	100,625,264	40,135,035	(2,292,664)	9,558,548	0	0	148,026,183		0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0		0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0		0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

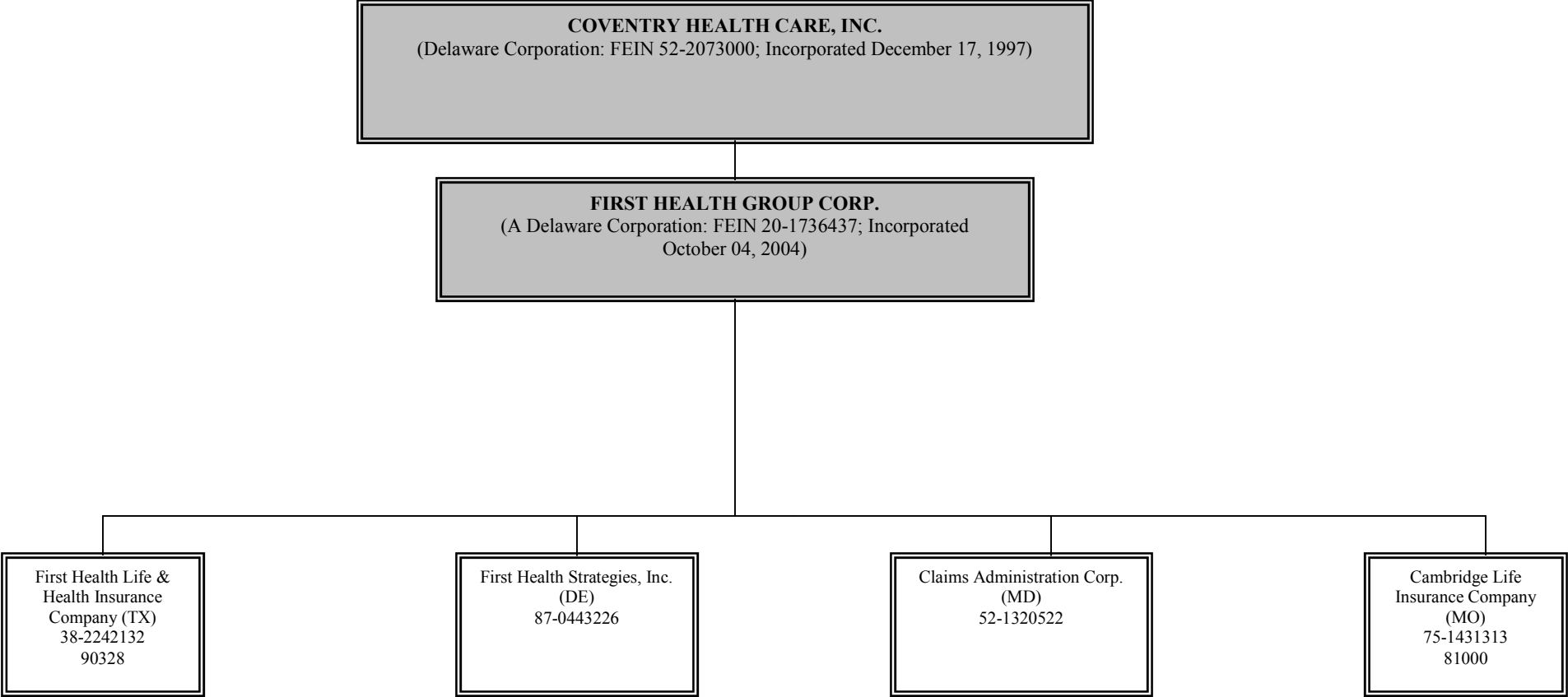
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)



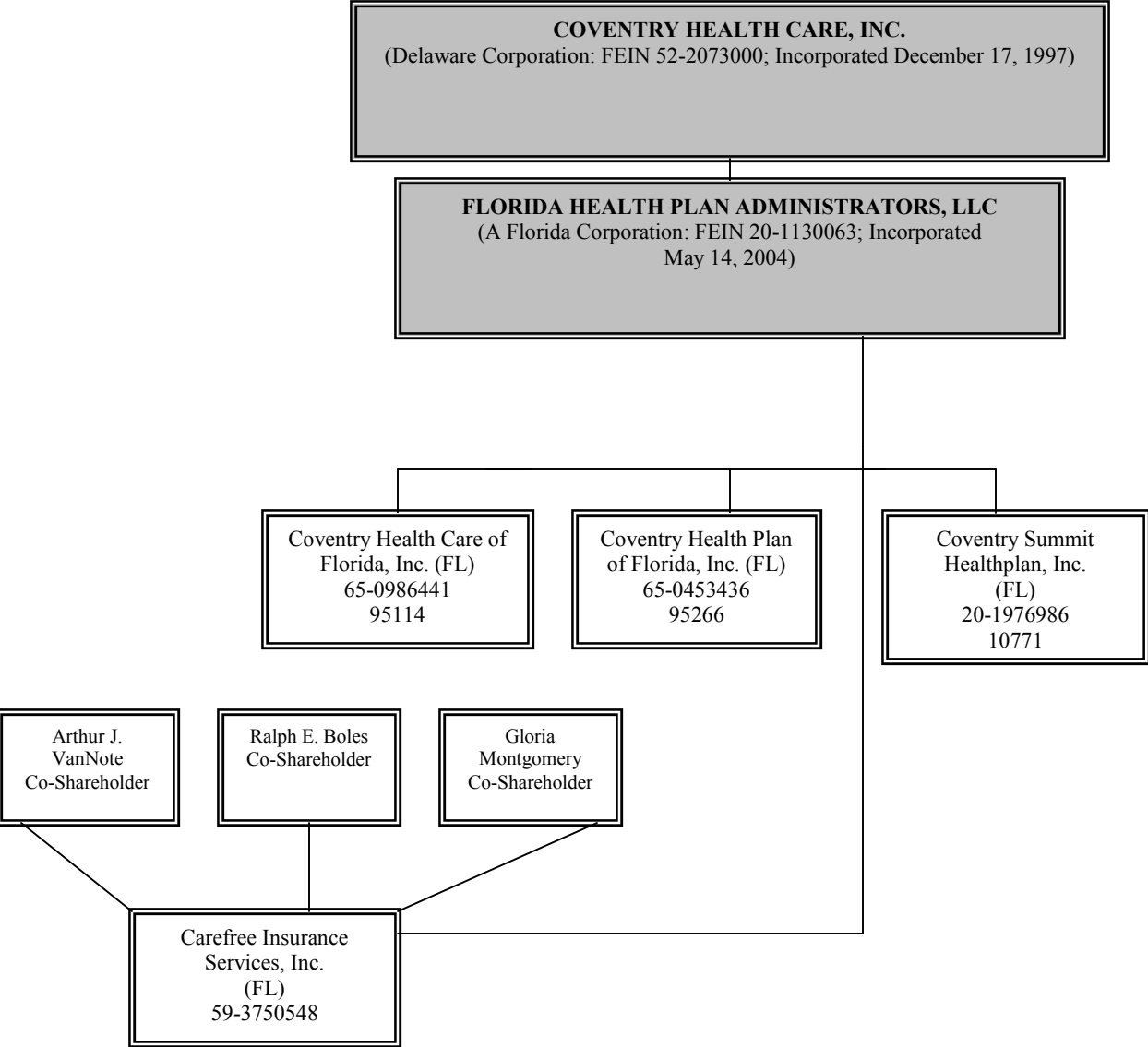
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)



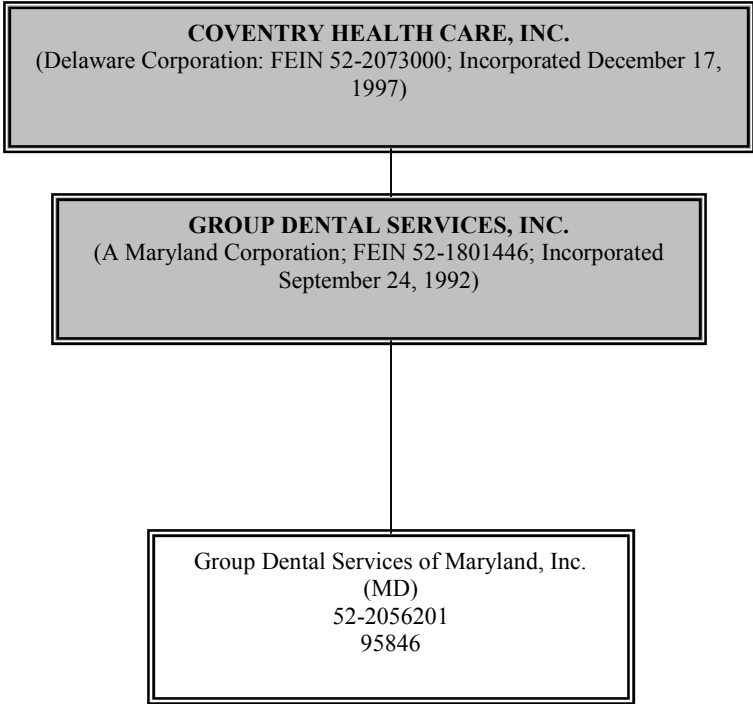
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)



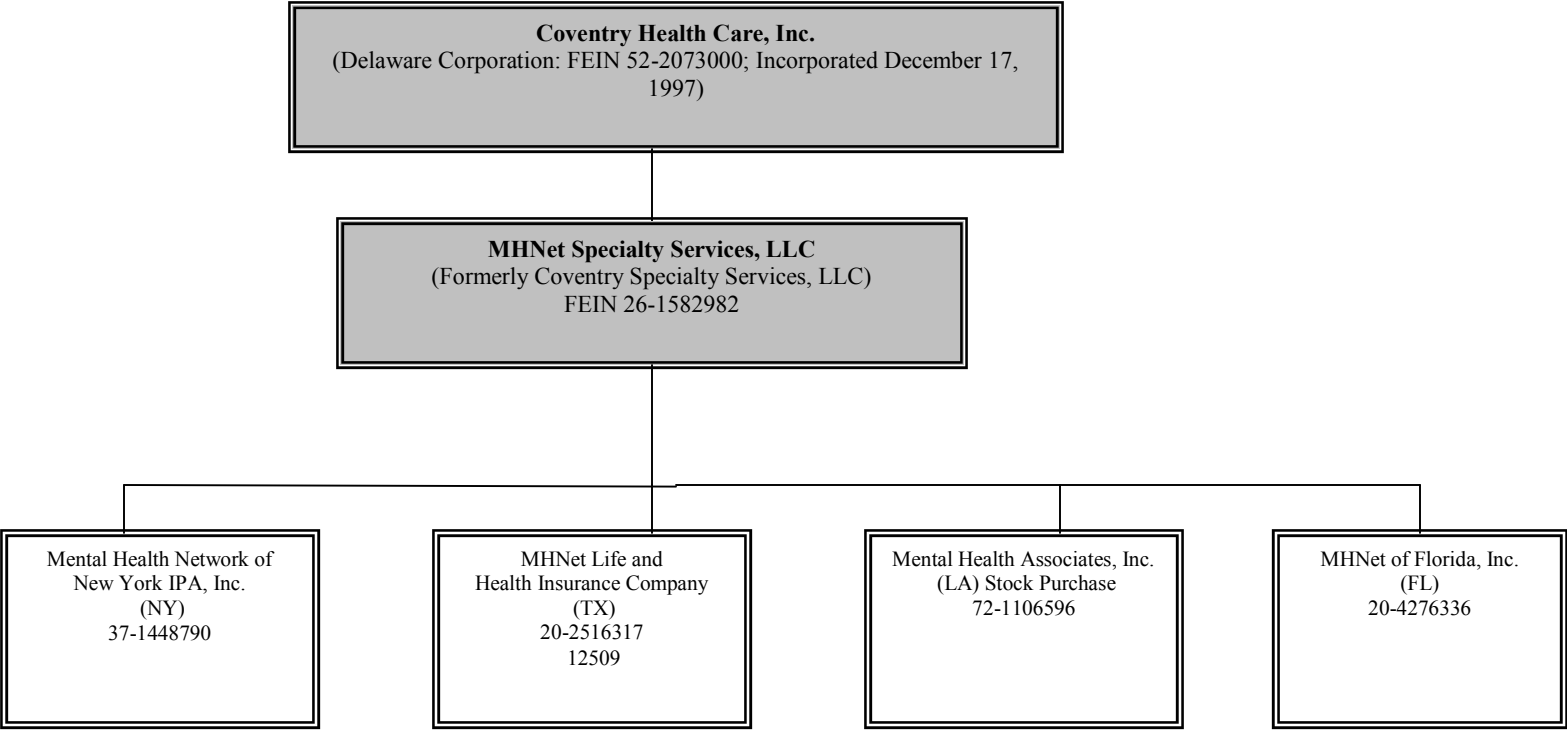
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)



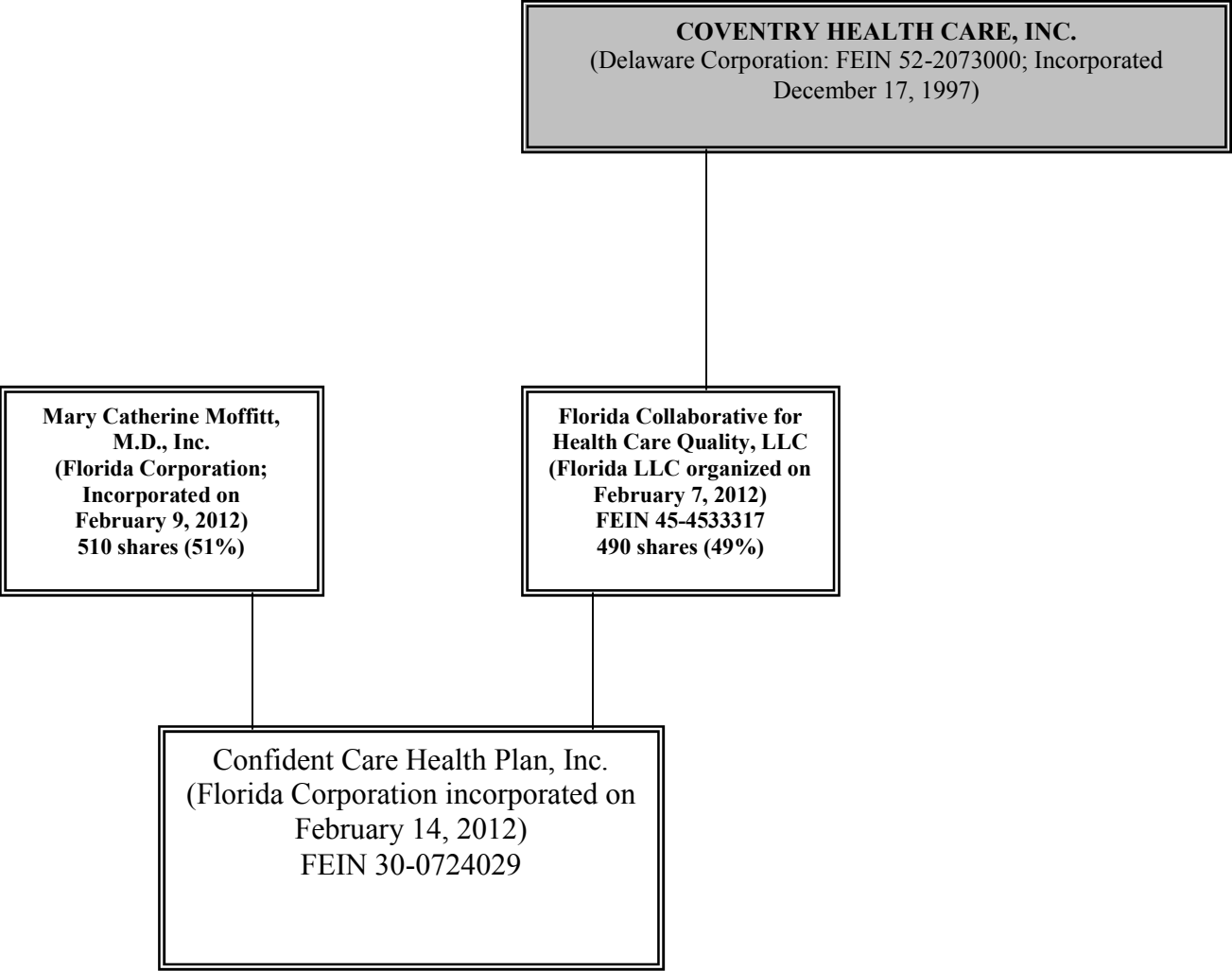
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)



COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)



COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)



STATEMENT AS OF MARCH 31, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01137.....	Coventry Health Care Inc.....	00000.....	52-2073000.....			NYSE.....	Coventry Health Care Inc.....	DE.....	UDP.....			0.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	81973.....	75-1296086.....				Coventry Health & Life Insurance Co.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	51-0406894.....				Coventry Financial Mgmt Services, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	96460.....	51-0293139.....				Coventry Health Care of Delaware, Inc.....	DE.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95282.....	51-0353639.....				Coventry Health Care of Georgia, Inc.....	GA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	52-1801446.....				Group Dental Services, Inc.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95283.....	51-0353638.....				Coventry Health Care of Pennsylvania, In.....	PA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95241.....	42-1244752.....				Coventry Health Care of Iowa, Inc.....	IA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95925.....	42-1308659.....				Coventry Health Care of Nebraska, Inc.....	NE.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95173.....	74-2381406.....				Coventry Health Care of Louisiana, Inc.....	LA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95060.....	25-1264318.....				HealthAmerica Pennsylvania Inc.....	PA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	11102.....	23-2366731.....				HealthAssurance Pennsylvania, Inc.....	PA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	47-0854096.....				Coventry Prescription Mgmt Svcs, Inc.....	NV.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	26-3525878.....				Group Health Plan of Delaware, LLC.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	96555.....	54-1576305.....				Coventry Health Care of Virginia, Inc.....	VA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	01-0646056.....				Coventry Transplant Network, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	96377.....	43-1372307.....				Coventry Health Care of Missouri, Inc.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95318.....	43-1702094.....				HealthCare USA of Missouri, LLC.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	25-1794529.....				Coventry Management Services, Inc.....	PA.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95408.....	55-0712129.....				Coventry Health Care of West Virginia, Inc.....	WV.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95321.....	20-0229117.....				Coventry Health Care of the Carolinas, Inc.....	NC.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	12604.....	20-4647469.....				Wellpath of South Carolina, Inc.....	SC.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	62-1411933.....				Coventry Health Care Mgmt Corp.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	14348.....	45-2493369.....				Coventry Health Care of Texas, Inc.....	TX.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01137.....	Coventry Health Care Inc.....	95489.....	48-0840330.....				Coventry Health Care of Kansas, Inc.....	KS.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-1736437.....				First Health Group Corp.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	26-1582982.....				MHNet Specialty Services, LLC.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	12193.....	20-1052897.....				CoventryCares of Michigan, Inc.....	MI.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	95407.....	87-0345631.....				Altius Health Plans, Inc.....	UT.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	51-0410308.....				HealthAssurance Financial Services, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-4416606.....				HealthCare USA of Tennessee, LLC.....	TN.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	11531.....	02-0639951.....				CHC Casualty Risk Retention Group, Inc.....	VT.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	74160.....	37-1241037.....				Coventry Health Care of Illinois, Inc.....	IL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-8070994.....				CHC National Accounts, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-5185442.....				CHC National Network, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-8376354.....				CHC Workers' Compensation, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-1130063.....				Florida Health Plan Administrators, LLC.....	FL.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	26-1293772.....				Coventry Consumer Advantage, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-4096903.....				First Script Network Services, Inc.....	NV.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	06-1095987.....				MetraComp, Inc.....	CT.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	74-2879984.....				Medical Examinations of NY, P.C.....	NY.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	62-1266888.....				FOCUS Healthcare Management, Inc.....	TN.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	26-2516000.....				Coventry Ind. Medical Exam of TX, PA.....	TX.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	90328.....	38-2242132.....				First Health Life & Health Ins Co.....	TX.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	87-0443226.....				First Health Strategies, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	52-1320522.....				Claims Administration Corp.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	81000.....	75-1431313.....				Cambridge Life Insurance Co.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	95114.....	65-0986441.....				Coventry Health Care of Florida, Inc.....	FL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0

16.2

[illegible]

Asterisk	Explanation
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation .....		.0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	.0	.0
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

NONE

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	105,713,312	104,885,096
2. Cost of bonds and stocks acquired	4,038,938	41,914,013
3. Accrual of discount	5,424	66,374
4. Unrealized valuation increase (decrease) .....	.0	.0
5. Total gain (loss) on disposals	925,568	1,897,745
6. Deduct consideration for bonds and stocks disposed of	26,296,643	42,235,769
7. Deduct amortization of premium	169,584	814,147
8. Total foreign exchange change in book/adjusted carrying value .....	.0	.0
9. Deduct current year's other than temporary impairment recognized .....	.0	.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	84,217,015	105,713,312
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11)	84,217,015	105,713,312

STATEMENT AS OF MARCH 31, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	101,742,251	42,054,186	49,424,315	(160,812)	94,211,309	0	0	101,742,251
2. Class 2 (a).....	7,480,234	1,749,018	2,491,851	(4,668)	6,732,734	0	0	7,480,234
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	109,222,485	43,803,204	51,916,166	(165,480)	100,944,043	0	0	109,222,485
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	109,222,485	43,803,204	51,916,166	(165,480)	100,944,043	0	0	109,222,485

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$16,727,027 ; NAIC 2 \$0 ;
NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	927,014	XXX	930,125	3,469	0

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	928,334	0
2. Cost of short-term investments acquired	0	930,124
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	0	0
7. Deduct amortization of premium.....	1,321	1,790
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	927,013	928,334
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	927,013	928,334

Schedule DB - Part A - Verification
NONE

Schedule DB - Part B - Verification
NONE

Schedule DB - Part C - Section 1
NONE

Schedule DB - Part C - Section 2
NONE

Schedule DB - Verification
NONE

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	2,580,839	1,280,985
2. Cost of cash equivalents acquired	39,764,266	82,024,651
3. Accrual of discount	0	2,089
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals.....	0	1
6. Deduct consideration received on disposals	26,545,091	80,726,887
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	15,800,014	2,580,839
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	15,800,014	2,580,839

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 2
NONE

Schedule B - Part 3
NONE

Schedule BA - Part 2
NONE

Schedule BA - Part 3
NONE

E04

[illegible]

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0

STATEMENT AS OF MARCH 31, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
912828-QL-7...	US TREASURY N/B		03/31/2013	MATURITY		301,000	301,000	300,566	300,946	.0	.54	.0	.54	.0	301,000	.0	.0	.0	.0	03/31/2013	1
0599999 - Bonds - U.S. Governments																					
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
283461-YW-5...	EL PASO CNTY CO SCH DIST #20		01/16/2013	RAYMOND JAMES		935,273	750,000	844,718	821,361	.0	(534)	.0	(534)	.0	820,828	.0	114,445	114,445	3,854	12/15/2019	1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
198504-UC-4...	COLUMBIA SC WTRWKS & SWR SYS		01/15/2013	DIRECT		2,024,225	1,750,000	1,849,873	1,840,036	.0	(439)	.0	(439)	.0	1,839,597	.0	184,628	184,628	40,590	02/01/2041	1FE
207758-LH-4...	CONNECTICUT ST SPL TAX OBLIG R		01/24/2013	GOLDMAN SACHS		1,222,530	1,000,000	1,231,960	1,224,193	.0	(2,903)	.0	(2,903)	.0	1,221,290	.0	1,240	1,240	12,222	11/01/2018	1FE
231266-AL-1...	CURATORS OF THE UNIV OF MISSOU		01/24/2013	WELLS FARGO SECURITIES LLC		2,481,179	2,390,000	2,677,421	2,418,318	.0	(2,613)	.0	(2,613)	.0	2,415,704	.0	65,474	65,474	30,672	11/01/2013	1FE
3128MC-NE-1...	FG 613789		03/01/2013	MBS PAYMENT		86,767	86,767	90,875	86,815	.0	(48)	.0	(48)	.0	86,767	.0	.0	.0	755	04/01/2025	1
3128MC-NF-8...	FG 613790		03/01/2013	MBS PAYMENT		65,569	65,569	68,622	65,605	.0	(36)	.0	(36)	.0	65,569	.0	.0	.0	483	04/01/2025	1
3128PQ-OY-0...	FG J11371		03/01/2013	MBS PAYMENT		321,467	321,467	335,557	321,800	.0	(333)	.0	(333)	.0	321,467	.0	.0	.0	2,200	12/01/2024	1
3128PY-BD-1...	FG J15436		03/01/2013	MBS PAYMENT		78,343	78,343	80,608	78,374	.0	(30)	.0	(30)	.0	78,343	.0	.0	.0	491	05/01/2026	1
31292L-F3-4...	FG C03786		03/01/2013	MBS PAYMENT		132,150	132,150	135,722	132,156	.0	(6)	.0	(6)	.0	132,150	.0	.0	.0	557	03/01/2042	1
312944-FE-6...	FG A95565		03/01/2013	MBS PAYMENT		45,131	45,131	44,369	45,138	.0	(77)	.0	(77)	.0	45,131	.0	.0	.0	283	12/01/2040	1
3132GT-AA-5...	FG 007801		03/01/2013	MBS PAYMENT		177,606	177,606	182,407	177,607	.0	.0	.0	.0	.0	177,606	.0	.0	.0	548	04/01/2042	1
3137A1-X9-9...	FHR 3719 LE		03/01/2013	MBS PAYMENT		152,128	152,128	156,287	152,190	.0	(62)	.0	(62)	.0	152,128	.0	.0	.0	1,004	08/15/2028	1
3137AL-ET-2...	FHR 4001 MH		01/16/2013	VARIOUS		1,441,738	1,408,148	1,413,483	1,412,267	.0	(117)	.0	(117)	.0	1,412,150	.0	29,588	29,588	3,976	01/15/2039	1
3138E9-EG-1...	FN AK4634		03/01/2013	MBS PAYMENT		31,572	31,572	32,790	31,574	.0	(3)	.0	(3)	.0	31,572	.0	.0	.0	92	08/01/2042	1
3138EK-JA-4...	FN AL2956		03/01/2013	MBS PAYMENT		12,307	12,307	12,906	12,316	.0	(9)	.0	(9)	.0	12,307	.0	.0	.0	52	01/01/2028	1
3138MP-GX-7...	FN A07413		03/01/2013	MBS PAYMENT		36,221	36,221	37,919	36,243	.0	(23)	.0	(23)	.0	36,221	.0	.0	.0	151	11/01/2027	1
31403E-MD-6...	FN 746556		03/01/2013	MBS PAYMENT		34,586	34,586	34,786	34,586	.0	(2)	.0	(2)	.0	34,586	.0	.0	.0	256	10/01/2018	1
31403H-EB-2...	FN 749030		03/01/2013	MBS PAYMENT		30,830	30,830	31,008	30,831	.0	(1)	.0	(1)	.0	30,830	.0	.0	.0	232	10/01/2018	1
31406G-TV-1...	FN 809764		03/01/2013	MBS PAYMENT		24,644	24,644	24,635	24,644	.0	.0	.0	.0	.0	24,644	.0	.0	.0	188	02/01/2020	1
31419D-3L-3...	FN AE3502		03/01/2013	MBS PAYMENT		296,400	296,400	297,095	296,380	.0	20	.0	20	.0	296,400	.0	.0	.0	1,676	12/01/2025	1
495289-ZW-3...	KING CNTY WA SWR REVENUE		01/23/2013	FIDELITY CAPITAL MARKETS		1,555,700	1,250,000	1,556,363	1,549,054	.0	(3,061)	.0	(3,061)	.0	1,545,993	.0	9,707	9,707	35,938	01/01/2020	1FE
576000-LP-6...	MASSACHUSETTS ST SCH BLDG AUTH		01/15/2013	MORGAN STANLEY		873,960	750,000	798,773	794,248	.0	(197)	.0	(197)	.0	794,050	.0	79,910	79,910	9,688	10/15/2041	1FE
576000-LQ-4...	MASSACHUSETTS ST SCH BLDG AUTH		01/15/2013	BARCLAYS AMERICAN		472,904	400,000	427,692	425,111	.0	(112)	.0	(112)	.0	424,999	.0	47,905	47,905	5,167	10/15/2035	1FE
60636X-FW-8...	MISSOURI ST HSG DEV COMMISSION		03/01/2013	CALLED BY ISSUER at 100.000		145,000	145,000	145,181	145,069	.0	(69)	.0	(69)	.0	145,000	.0	.0	.0	3,897	09/01/2034	1FE
646136-E3-1...	NEW JERSEY ST TRANSPRTN TRUST		01/15/2013	DIRECT		558,955	500,000	496,115	496,188	.0	3	.0	3	.0	496,190	.0	62,765	62,765	2,292	06/15/2042	1FE
649902-2T-9...	NEW YORK ST DORM AUTH ST PERSO		01/16/2013	KEYBANC CAPITAL MARKETS		920,130	750,000	914,483	903,968	.0	(1,399)	.0	(1,399)	.0	902,569	.0	17,561	17,561	16,354	02/15/2019	1FE
650035-SV-1...	NEW YORK ST URBAN DEV CORP REV		01/16/2013	CABRERA CAPITAL MARKETS		623,165	500,000	623,065	622,270	.0	(982)	.0	(982)	.0	621,288	.0	1,877	1,877	2,569	12/15/2019	1FE
67766W-LT-7...	OHIO ST WTR DEV AUTH WTR POLL		01/16/2013	OPPENHEIMER & CO		1,146,130	1,000,000	1,145,590	1,083,358	.0	(1,371)	.0	(1,371)	.0	1,081,987	.0	64,143	64,143	7,083	06/01/2016	1FE
70917R-TT-2...	PENNSYLVANIA ST HGR EDUCNL FA		01/16/2013	JANNEY MONTGOMERY SCOTT		623,340	500,000	617,085	616,575	.0	(974)	.0	(974)	.0	615,602	.0	7,738	7,738	9,792	09/01/2019	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
Bonds - Industrial and Miscellaneous (Unaffiliated)						15,614,677	13,868,869	15,462,670	15,056,915	0	(14,774)	0	(14,774)	0	15,042,140	0	572,536	572,536	189,208	XXX	XXX
369626-SW-0...	GENERAL ELEC CAP CORP		01/24/2013	J.P. MORGAN		3,099,930	3,000,000	3,099,960	3,099,159	.0	(1,726)	.0	(1,726)	.0	3,097,433	.0	2,497	2,497	17,633	04/27/2017	1FE
370334-BM-5...	GENERAL MILLS INC		02/07/2013	HSBC SECURITIES LIMITED		2,091,120	2,000,000	1,991,780	1,992,575	.0	.82	.0	.82	.0	1,992,657	.0	98,463	98,463	9,975	12/15/2021	2FE
38143U-SC-6...	GOLDMAN SACHS GROUP INC		02/07/2013	GOLDMAN SACHS		2,120,520	2,000,000	1,993,300	1,995,630	.0	151	.0	151	.0	1,995,781	.0	124,739	124,739	37,257	02/07/2016	1FE
500760-AA-4...	KRAFT FOODS GROUP INC		01/18/2013	EXCHANGE		499,193	500,000	499,085	499,185	.0	.8	.0	.8	.0	499,193	.0	.0	.0	1,344	06/05/2017	2FE
61747Y-CT-0...	MORGAN STANLEY		02/07/2013	MORGAN STANLEY		260,933	250,000	246,805	247,966	.0	78	.0	78	.0	248,044	.0	12,889	12,889	2,396	11/02/2015	1FE
701094-AG-9...	PARKER-HANNIFIN CORP		02/15/2013	MATURITY		50,000	50,000	51,338	50,024	.0	(24)	.0	(24)	.0	50,000	.0	.0	.0	1,219	02/15/2013	1FE
771196-AQ-5...	ROCHE HLDGS INC		03/21/2013	CALLED BY ISSUER at 104.088		1,323,999	1,272,000	1,322,944	1,285,538	.0	38,462	.0	38,462	.0	1,323,999	.0	.0	.0	35,333	03/01/2014	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)																					
8399997 - Subtotals - Bonds - Part 4						26,296,645	23,991,869	25,813,166	25,349,299	0	21,777	0	21,777	0	25,371,075	0	925,569	925,569	298,219	XXX	XXX
8399999 - Subtotals - Bonds						26,296,645	23,991,869	25,813,166	25,349,299	0	21,777	0	21,777	0	25,371,075	0	925,569	925,569	298,219	XXX	XXX
9999999 Totals						26,296,645	XXX	25,813,166	25,349,299	0	21,777	0	21,777	0	25,371,075	0	925,569	925,569	298,219	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

Schedule DB - Part A - Section 1
NONE

Schedule DB - Part B - Section 1
NONE

Schedule DB - Part D - Section 1
NONE

Schedule DB - Part D - Section 2
NONE

Schedule DL - Part 1
NONE

Schedule DL - Part 2
NONE

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E13

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